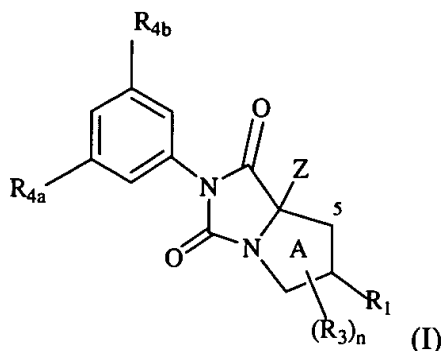


23 (Amended). A compound having the formula (I),



or a pharmaceutically-acceptable salt thereof, in which:

Z is hydrogen, alkyl, or substituted alkyl, provided that Z is not arylalkyl or heteroarylalkyl;

R₁ is Q-aryl or Q-heteroaryl, wherein Q is -W-(CH₂)_m-;

W is selected from -O-, -NR₁₀-, and ~~-S-~~ ~~-C(=O)-~~ ~~-CO₂-~~ ~~and~~ ~~-CH₂-~~;

R₃ is attached to any available carbon atom of ring A and at each occurrence is selected independently of each other R₃ from halogen, alkyl, substituted alkyl, alkenyl, alkynyl, nitro, cyano, OR₈, NR₈R₉, CO₂R₈, (C=O)R₈, C(=O)NR₈R₉, NR₈C(=O)R₉, NR₈C(=O)OR₉, OC(=O)R₈, OC(=O)NR₈R₉, SR₈, S(O)_qR_{8a}, NR₈SO₂R₉, SO₂NR₈R₉, aryl, heteroaryl, heterocyclo, cycloalkyl, and keto (=O), provided that when R₃ is attached to the atom designated as the C-5 atom of ring A, then R₃ is not aryl or heteroaryl;

R_{4a} and R_{4b} are selected independently of each other from the group consisting of hydrogen, halogen, alkyl, substituted alkyl, alkenyl, alkynyl, nitro, cyano, hydroxy, alkoxy, substituted alkoxy, phenoxy, benzyloxy, CO₂H, C(=O)H, amino, alkylamino, substituted alkylamino, CO₂alkyl, (C=O)alkyl, and alkylthio;

R₈ and R₉ (i) selected independently of each other are hydrogen, alkyl, substituted alkyl, alkenyl, alkynyl, alkoxy, cycloalkyl, aryl, heteroaryl, or heterocyclo; or (ii) taken together form a heterocyclo ring;

R_{8a} is alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, or heterocyclo;

R₁₀ is hydrogen, alkyl, or substituted alkyl;

n is 0, 1, or 2;

q is 1, 2, or 3; and

m is 0, 1, 2, or 3.

24 (Amended). The compound of claim 23, or a pharmaceutically-acceptable salt thereof, wherein:

Z is hydrogen, lower alkyl, or lower alkyl substituted with hydroxy, alkoxy, halogen, cyano, nitro, amino, or alkylamino;

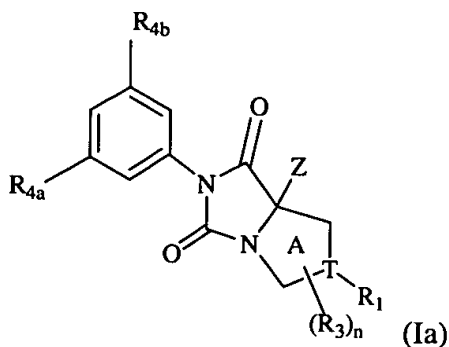
R_3 is attached to any available carbon atom of ring A other than ~~the carbon to which R_1 is attached~~ and is selected from halogen, alkyl, substituted alkyl, alkenyl, cyano, OR_8 , NR_8R_9 , CO_2R_8 , $(C=O)R_8$, $C(=O)NR_8R_9$, $NR_8C(=O)R_9$, $NR_8C(=O)OR_9$, SR_8 , $S(O)_qR_{8a}$, $NR_8SO_2R_9$, $SO_2NR_8R_9$, and keto ($=O$);

R_{4a} and R_{4b} are selected independently of each other from the group consisting of hydrogen, halogen, alkyl, alkoxy, cyano, nitro, haloalkyl, and haloalkoxy;

R_8 and R_9 selected independently of each other are hydrogen or alkyl, and R_{8a} is alkyl; and

n is 0 or 1.

29 (Amended). A compound having the formula (Ia),



or a pharmaceutically-acceptable salt thereof, in which:

Z is hydrogen, alkyl, alkyl substituted with hydroxy, halogen, cyano, amino, or alkylamino; or when R₁ together with an R₃ group join to form a benzo ring fused to ring A, Z is arylalkyl or heteroarylalkyl;

R₁ is (a) -W-(CH₂)_m-Ar, or (b) taken together with an R₃ group to form a benzo ring fused to ring A, in which case Z is arylalkyl or heteroarylalkyl;

Ar is aryl or heteroaryl substituted with zero or one R₁₁ and zero to two R₁₂ groups;

T is CR₅;

W is selected from a ~~bond~~, -O-, -NR₁₀-, and ~~-S-~~, ~~-CO₂-~~ and ~~-CH(R₁₃)-C(=O)-~~;

R₃ is selected from (i) a substituent R₃, wherein each substituent R₃ is individually attached to any available carbon or nitrogen atom of ring A and at each occurrence is selected independently of each other R₃ from halogen, alkyl, substituted alkyl, alkenyl, nitro, cyano, keto (=O), OR₈, NR₈R₉, CO₂R₈, (C=O)R₈, C(=O)NR₈R₉, NR₈C(=O)R₉, NR₈C(=O)OR₉, OC(=O)R₈, OC(=O)NR₈R₉, SR₈, S(O)_qR_{8a}, NR₈SO₂R₉, SO₂NR₈R₉, aryl, heteroaryl, heterocyclo, and cycloalkyl; and/or (ii) one R₃ together with R₁ may join to form a fused benzo ring;

R₅ is hydrogen, halogen, alkyl, alkenyl, hydroxy, nitro, cyano, hydroxy, alkoxy, amino, or alkylamino, or C₁₋₄ alkyl optionally substituted with hydroxy, amino, alkylamino, halogen, or cyano;

R_{4a} and R_{4b} are selected independently of each other from the group consisting of hydrogen, halogen, alkyl, nitro, cyano, haloalkyl, and haloalkoxy;

R₈ and R₉ (i) selected independently of each other are hydrogen, alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, or heterocyclo; or (ii) taken together form a heterocyclo ring;

R_{8a} is alkyl, substituted alkyl, cycloalkyl, aryl, heteroaryl, or heterocyclo;

R₁₁ is hydrogen, halogen, alkyl, hydroxy, alkoxy, amino, alkylamino, haloalkyl, haloalkoxy, nitro, or cyano;

R₁₂ is alkyl, substituted alkyl, halogen, haloalkyl, haloalkoxy, nitro, cyano, hydroxy, alkoxy, substituted alkoxy, amino, alkylamino, acyl, alkoxycarbonyl, carbamyl, sulfonyl, or sulfonamide;

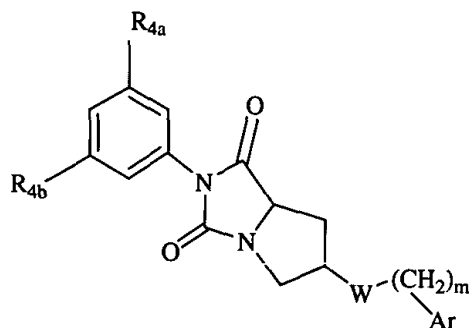
R₁₀ and R₁₃ are independently hydrogen, alkyl, or substituted alkyl;

m is 0, 1, 2, 3, or 4;

n is 0, 1 or 2; and

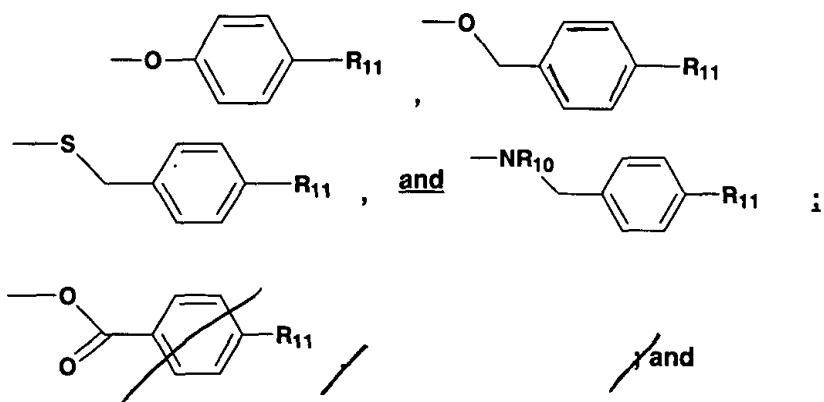
q is 1, 2, or 3.

31 (Amended). A compound according to claim 30 having the formula ,



in which

the groups W-(CH₂)_m-Ar taken together are selected from



R_{10} is selected from hydrogen, lower alkyl, and lower alkyl substituted with CO₂H or CO₂alkyl, and R_{11} is selected from hydrogen, bromo, chloro, cyano, and methoxy.

41 (Amended). A method of ~~inhibiting~~ treating a Leukointegrin/ICAM-associated ~~condition~~ disease which comprises administering to a patient in need thereof an effective amount of a compound of claim 23.